

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:	:	Case No. 13-59657
	:	
STAR Dynamics Corporation	:	Chapter 11
	:	
Debtor.	:	Judge Charles M. Caldwell

GENERAL NOTES

On December 10, 2013 (the “Petition Date”), STAR Dynamics Corporation, Debtor and Debtor in Possession, (the “Debtor”), filed its voluntary petition in the United States Bankruptcy Court for the Southern District of Ohio, Eastern Division at Columbus, Ohio, (the “Court”).

The Schedules of Assets and Liabilities, (the “Schedules”), and the Statement of Financial Affairs, (the “Statement”), of the Debtor had been prepared pursuant to section 521 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, (the “Bankruptcy Code”), and Rule 1007 of the Federal Rules of Bankruptcy Procedure by the Debtor with the assistance of its advisors and are unaudited. While the Debtor has made reasonable efforts to ensure that the Statement and Schedules are accurate and complete based on information that was available to the Debtor at the time of preparation, subsequent information or discovery may result in material changes to the Statement and Schedules, and inadvertent information that is subject to further review and potential adjustment. Furthermore, nothing contained in the Statement and Schedules shall constitute a waiver of rights or admission with respect to this chapter 11 case including, but not limited to, any issues involving equitable subordination and/or causes of action arising under Bankruptcy Code Chapter 5 and/or any other applicable non-bankruptcy laws or rules.

Amendment. The Debtor reserves all rights to amend, supplement, or otherwise modify the Statement and/or the Schedules as is necessary or appropriate.

Basis of Presentation. Given the uncertainty surrounding the collection, valuation and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that the Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent on the Petition Date or at any time prior to the Petition Date. Likewise, to the extent that the Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time prior to the Petition Date.

Causes of Action. The Debtor, despite best reasonable efforts, may not have identified and/or set forth all of its causes of action, (actual or potential), against third parties as assets in the Schedules and the Statement. The Debtor reserves the right to assert any causes of action it may have. Nothing in these General Notes, the Statement or the

Schedules shall be deemed a waiver of any such rights, claims, causes of action or remedies.

Claims Description. Any failure to designate a claim on the Schedules or in the Statement as “disputed,” “contingent,” or “unliquidated,” does not constitute an admission by the Debtor that such amount is not “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to dispute any claim reflected on the Schedules or the Statement on any grounds, including, but not limited to, amount, liability or classification, or otherwise modify the Statement and/or Schedules accordingly.

Dates. Unless otherwise indicated, all information is as of the Petition Date. The claims listed in the Schedules arose or were incurred on various dates. The Debtor does not list a specific date of occurrence for each and every claim.

Excluded Assets and Liabilities. The Debtor may have, unintentionally, excluded certain immaterial assets and liabilities.

Insiders. Except as may be otherwise indicated in the Statement or Schedules, the Debtor has included all payments made during the one-year period preceding the Petition Date to any person deemed an “insider,” as that term is defined in Bankruptcy Code Section 101(31). Persons listed as “insiders” have been included for information purposes only. The Debtor does not take any position with respect to (a) such person’s influence over the control of the Debtor, (b) the management responsibilities or functions of such person, or (d) whether such person could successfully argue that he or it is not an “insider” under applicable law. The Debtor has also made certain payments to affiliates of insiders, and those payments are reflected in the Debtor’s books and records.

Schedule D – Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Court, the Debtor reserves the right to dispute or challenge the nature, extent, validity, or priority of any lien, claim or encumbrance set forth for any creditor listed on Schedule D or otherwise. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, validity and priority of any liens. Nothing in the General Notes, the Schedules or the Statement shall be deemed a modification or interpretation of the terms of such agreements or related documents. The Debtor has not included on Schedule D parties that may believe their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtor, or inchoate statutory lien rights.

Schedule F – Creditors Holding Unsecured Nonpriority Claims. The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. While best efforts have been made, determination of each date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtor did not list a date for each claim listed on Schedule F.

Certain creditors may owe amounts to the Debtor and may have valid setoff or recoupment rights with respect to such amounts. The Debtor has not reviewed the validity of any such setoff or recoupment rights and hereby reserves all rights to challenge such setoff or recoupment rights.

Schedule F contains information regarding pending litigation involving the Debtor. The amounts for those potential claims are listed as undetermined and, therefore, marked as contingent, unliquidated and disputed in the Schedules.

Schedule G – Executory Contracts and Unexpired Leases. The business of the Debtor is complex. While reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or over-inclusion may have occurred. Listing a contract, agreement or lease on Schedule G does not constitute an admission that such contract, agreement or lease is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. Any and all of the Debtor's rights, claims and causes of action with respect to the contracts, agreements and leases listed on Schedule G are hereby reserved and preserved. Such documents may not be set forth in Schedule G. The Debtor reserves all of its rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor's claim.

Omission of a contract, agreement or lease from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code or other applicable law with respect to any such omitted contracts, agreements or leases are not impaired by the omission. Schedule G may be amended at any time to add any omitted contract, agreement or lease.

Totals. All totals that are included in the Schedules represent totals of all known amounts included in the Debtor's books and records as of the Petition Date. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.

NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED HEREIN OR IN THE SCHEDULES OR STATEMENTS, THE DEBTOR RESERVES THE RIGHT TO AMEND, SUPPLEMENT, OR OTHERWISE MODIFY THE SCHEDULES AND/OR STATEMENT AND TO DISPUTE THE NATURE, EXTENT, VALIDITY, OR PRIORITY OF ANY LIEN, CLAIM OR ENCUMBRANCE SET FORTH IN THE SCHEDULES AND/OR STATEMENT.

United States Bankruptcy Court
Southern District of Ohio

In re **STAR Dynamics Corporation**,
Debtor

Case No. **2:13-bk-59657**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	12,138,334.31		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	4		15,777,300.39	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	36		34,963,043.36	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		51			
Total Assets			12,138,334.31		
Total Liabilities				50,740,343.75	

United States Bankruptcy Court
Southern District of Ohio

In re **STAR Dynamics Corporation**

Debtor

Case No. **2:13-bk-59657**

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Petty cash	-	287.76
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Whitney Bank- Vendor Account (#0807)	-	638,793.52
		Whitney Bank- Payroll Account (#0815)	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Utility deposit with AEP	-	1,653.00
		Deposit with landlord (Herndon, VA)	-	9,262.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		See attached Schedule B-9 (no cash or surrender value)	-	0.00
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **649,996.28**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		STAR Dynamics DISC, Inc. (Wholly owned subsidiary of debtor)	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable	-	301,670.38
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Possible job creation tax credit from state and local taxing authorities for 2013	-	Unknown
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **301,670.38**
(Total of this page)

Sheet **1** of **3** continuation sheets attached
to the Schedule of Personal Property

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		Miscellaneous proprietary techniques, technology and developing products including, but not limited to, CSTAR precision radar systems and VSTAR surveillance radar systems.	-	Unknown
		XSTAR Precision Multi-Tracking Radar instrumentations and software	-	Unknown
		BlueMax RCS/Imaging radar instrumentations and software	-	Unknown
		SARBAR Handheld Imaging radar instrumentations and software	-	Unknown
		Knowbell RCS Signal Processing software	-	Unknown
		BlueSource II instrumentation and software	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.		Subcontract with General Dynamics Prime contract with Government of Israel MIRTH Prime contract with Sweden FMV Subcontract with Wyle Labs Subcontract with BAE UK Subcontract with BerrieHill Research Prime contract with French Government Prime contract with Republic of Korea ADD Prime contract with Lockheed Martin Various purchase orders with United States Army (USAF) Support contract with Pratt & Whitney Subcontract with URS Software and Support contract with RCS	-	Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Trailer (20ft)	-	1,500.00
		Trailer (390 gallon private use)	-	1,500.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			

Sub-Total > **3,000.00**
(Total of this page)

Sheet **2** of **3** continuation sheets attached
to the Schedule of Personal Property

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
28. Office equipment, furnishings, and supplies.		Leasehold Improvements (value is book value)	-	257,544.00
		Furniture (value is book value)	-	196,686.00
29. Machinery, fixtures, equipment, and supplies used in business.		Equipment (value is book value)	-	2,987,705.00
		Computer equipment (value is book value)	-	1,652,321.00
30. Inventory.		Stock inventory (value is book value)	-	1,269,992.74
		Work-in-progress inventory (value is book value)	-	4,819,418.91
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **11,183,667.65**
 (Total of this page)
 Total > **12,138,334.31**

Sheet **3** of **3** continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

Schedule B-9

Star Dynamics, Inc.

2013-14 Policy Summary

Line of Coverage	Carrier	Policy Number	Effective Dates	Limits
Property	Chubb		05/15/2013 to 05/15/2014	\$25,859,800
Flood – 4455 Reynolds	First American		06/01/2013 to 06/01/2014	\$500,000-Bldg \$500,000 Contents
General Liability	Chubb		05/15/2013 to 05/15/2014	\$1,000,000/Occurrence \$2,000,000/Aggregate
Errors & Omissions and Cyber Liability	Chubb		05/15/2013 to 05/15/2014	\$1,000,000
Auto	Chubb		05/15/2013 to 05/15/2014	\$1,000,000 CSL
Foreign Package	Chubb		05/15/2013 to 05/15/2014	\$1,000,000/Occurrence \$2,000,000/Aggregate \$1,000,000 Auto Liability
Workers Compensation	Chubb		05/15/2013 to 05/15/2014	\$1M/\$1M/\$1M
Umbrella	Chubb		05/15/2013 to 05/15/2014	\$5,000,000
Ocean Cargo	XL		05/15/2013 to 05/15/2014	\$10,000,000
Directors & Officers-Primary	Chubb		07/14/2013 to 07/14/2014	\$2,500,000
Directors & Officer-Excess	Hiscox		07/14/2013 to 07/14/2014	\$2,500,000
Employment Practices Liability	Chubb		07/14/2013 to 07/14/2014	\$5,000,000
Fiduciary Liability	Chubb		07/14/2013 to 07/14/2014	\$1,000,000
Crime	Chubb		07/14/2013 to 07/14/2014	\$1,000,000
Kidnap & Ransom	Chubb		07/14/2013 to 07/14/2014	\$5,000,000
Workplace Violence	Chubb		07/14/2013 to 07/14/2014	\$1,000,000

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.							
Brandywine Capital Associates 113 East Evans Street West Chester, PA 19380	-		X				
		Equipment finance agreement computers/hardware					
		Value \$ Unknown				71,712.00	Unknown
Account No.							
Columbus-Franklin County Finance Auth 350 E. First Avenue, Suite 120 Columbus, OH 43201	-						
		Sale-leaseback of radar installation					
		Value \$ Unknown				2,713,308.09	0.00
Account No.							
Ohio Dept. of Development Attn: Benjamin Lageman 77 South High St., 28th Floor Columbus, OH 43215-6130						Notice Only	
		Representing: Columbus-Franklin County Finance Auth					
		Value \$					
Account No.							
Dell Financial Services PO Box 6547 Carol Stream, IL 60197	-						
		Lease of computers/hardware					
		Value \$ Unknown				83,706.00	Unknown
Subtotal (Total of this page)						2,868,726.09	0.00

3 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.								
Electro Rent 6018 Solutions Center Chicago, IL 60677-6000		-	Finance lease agreement; PNA vector network analyzer, digital power meter, power sensor, multiple HPA test equipment/parts and multiple testing equipment/parts				200,828.00	0.00
			Value \$ Unknown					
Account No.								
Jeffrey Kurtzman Klehr Harrison Harvey Branzburg LLP 1835 Market Street, Suite 1400 Philadelphia, PA 19103			Representing: Electro Rent				Notice Only	
			Value \$					
Account No.								
Key Equipment Finance 1000 S McCaslin Blvd Superior, CO 80027		-	Installment finance agreement; computers/hardware				107,752.00	Unknown
			Value \$ Unknown					
Account No.								
Konica Minolta Bus. Solutions Dept. CH 19188 Palatine, IL 60055-9188		-	Lease agreement; plotter machine				4,198.00	Unknown
			Value \$ Unknown					
Account No.								
LEAF PO Box 644006 Cincinnati, OH 45264-4006		-	Lease of printers				62,058.00	Unknown
			Value \$ Unknown					
Subtotal							374,836.00	0.00
(Total of this page)								

Sheet **1** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.	-		Lease of telephone system				3,365.00	Unknown
NEC Financial Service, LLC 24189 Network Place Chicago, IL 60673-1241								
Value \$			Unknown					
Account No.	-		Equipment finance agreement; computers/hardware				56,339.83	Unknown
Royal Bank America Leasing 550 Township Line Road, Suite 425 Blue Bell, PA 19422								
Value \$			Unknown					
Account No.	-		Blanket lien on assets; Promissory Note dated December 5, 2013				200,000.00	0.00
Thomas Becnel 15000 Emerald Coast Pkwy Destin, FL 32541								
Value \$			Unknown					
Account No.	-		Equipment lease; computers/hardware				42,137.40	Unknown
Var Resources PO Box 6434 Carol Stream, IL 60197-6434								
Value \$			Unknown					
Account No.	-		Business debt			X	111,783.00	Unknown
Western Equipment Finance PO Box 640 Devils Lake, ND 58301								
Value \$			Unknown					
Subtotal							413,625.23	0.00
(Total of this page)								

Sheet **2** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
Christopher J. Niekamp Bernlohr Niekamp & Weisensell LLP 23 S. Main Street Akron, OH 44308-1822			Representing: Western Equipment Finance				Notice Only	
			Value \$					
Account No.			Blanket lien on assets					
Whitney National Bank 911 Lee Avenue Lafayette, LA 70501		X -						
			Value \$ Unknown				12,120,113.07	0.00
Account No.								
Joseph P. Herbert Liskow & Lewis 822 Harding Street Lafayette, LA 70503			Representing: Whitney National Bank				Notice Only	
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							12,120,113.07	0.00
Total (Report on Summary of Schedules)							15,777,300.39	0.00

Sheet **3** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 30ACPA PO Box 4675 Santa Rosa Beach, FL 32459	-	Business debt				2,744.00
Account No. Access I/O Products, Inc. 10623 Roselle Street San Diego, CA 91212	-	Business debt				339.00
Account No. Acopian Technical PO Box 638 Easton, PA 18044	-	Business debt				2,628.56
Account No. Acromag, Inc. 8357 Reliable Parkway Chicago, IL 60686-0083	-	Business debt				2,940.00
Subtotal (Total of this page)						8,651.56

35 continuation sheets attached

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Business debt				32,122.30
Actions Et Services 47 Chemin De Loree De Ssy 91450 Soisy Sur Sein FRANCE							
Account No.		-	Business debt				1,548.00
Adnaco Technology Inc. 5050 Kingsway, 2nd Floor Burnaby BC CANADA V5H 4H2							
Account No.		-	Business debt				9,569.71
Advanced Solutions 1901 Eastpoint Pkwy., Suite 301 Louisville, KY 40223							
Account No.		-	Business debt				2,600.00
Advanced Technical Materials 49 Rider Ave. Patchogue, NY 11772							
Account No.		-	Business debt				1,600.00
AeroFlex Plainview, Inc. 25987 Network Place Chicago, IL 60673							
Sheet no. <u>1</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							47,440.01
Subtotal (Total of this page)							47,440.01

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Aeroflex Weinschel Inc. 25435 Network Place Chicago, IL 60673-1254	-					15,616.00
Account No.		Business debt				
Aeroflex/KDI ACC 25418 Network Place Chicago, IL 60673-1254	-					442.00
Account No.		Business debt				
Aerotek, Inc. 3689 Collection Ctr. Dr. Chicago, IL 60693	-					23,368.58
Account No.		Business debt				
Aetna PO Box 804735 Chicago, IL 60680-4108	-					8,710.60
Account No.		Business debt				
AFCO PO Box 360572 Pittsburgh, PA 15250-6572	-					14,869.56
Sheet no. 2 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						63,006.74

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		-	Business debt				60.39
Alexander Enterprises 834 Busch Ct. Columbus, OH 43229							
Account No.		-	Business debt				26,497.83
Allied Electronics, Inc. 7151 Jack Newell Blvd. S Fort Worth, TX 76118							
Account No.		-	Business debt				1,112.33
Alro Steel Corp. Dept. 771478 PO Box 77000 Detroit, MI 48277-1478							
Account No.		-	Notice purposes only				0.00
American Electric Power Legal Dept. 1 Riverside Plaza Columbus, OH 43215							
Account No.		-	Business debt				4,112.74
Anixter Inc. PO Box 847428 Dallas, TX 75284-7428							
Sheet no. <u>3</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							31,783.29

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Business debt				19,500.00
Antenna Research 12201 Indian Creek Ct. Beltsville, MD 20705							
Account No.		-	Business debt				457.14
Arrow Electronics 13469 Collections Ctr Dr Chicago, IL 60693-0134							
Account No.		-	Business debt				6,941.30
Assemblies Inc. PO Box 7978 Warner Robins, GA 31095-7978							
Account No.		-	Business debt				312.64
Astrex/Timco 3910 Royal Ave., Suite A Simi Valley, CA 93063							
Account No.		-	Business debt				71.90
Astrozap PO Box 502 Lakewood, OH 44107							
Sheet no. <u>4</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							27,282.98

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			Business debt				169.93	
AT&T 208 S. Akard Street, Suite 2720 Dallas, TX 75202	-							
Account No.			Business debt				1,114.43	
AVI Foodsystems Inc. 2590 Elm Road NE Warren, OH 44483	-							
Account No.			Business debt				19,632.00	
Avid Technologies 2112 Case Parkway South, Suite 1 Twinsburg, OH 44087	-							
Account No.			Business debt				20,146.60	
Avnet Electronics Marketing Box 70390 Chicago, IL 60673-0390	-							
Account No.			Disputed claims arising from alleged misappropriation of trade secrets				Unknown	
BAE Systems Tech. Solutions & Svcs. Inc. Redland Corporate Center, building 3 520 Gaither Road Rockville, MD 20850-6198	-			X	X	X		
Sheet no. 5 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	41,062.96

Case No. 2:13-bk-59657

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

Sheet no. 6 of 35 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Buckeye Power Sales Co., Inc. 6850 Commerce Court Dr. Blacklick, OH 43004-0489	-					1,494.97
Account No.		Business debt				
C T Corporation PO Box 4349 Carol Stream, IL 60197-4349	-					307.26
Account No.		Business debt				
C. W. Swift 15216 Burbank Blvd. Van Nuys, CA 91411	-					685.30
Account No.		Business debt				
Carrio Cablin 2455 Executive Circle Colorado Springs, CO 80906	-					100.00
Account No.		Business debt				
CDW Direct, LLC PO Box 75723 Chicago, IL 60675-5723	-					2,461.68
Sheet no. <u>7</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						5,049.21

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business debt				
Celerity Networks 4140 Tuller Rd., Suite 108 Dublin, OH 43017		-					454.70
Account No.			Business debt				
Cerdant, Inc. PO Box 3204 Dublin, OH 43017		-					1,203.75
Account No.			Business debt				
Certified Packing & Crating 5312 Pan American Fwy. NE Albuquerque, NM 87047		-					1,159.20
Account No.			Business debt				
Ciao Wireless, Inc. 4000 Via Pescador Camarillo, CA 93012		-					2,950.00
Account No.			Business debt				
Citizens Banking Co. P.O. Box 5016 Sandusky, OH 44871		-					108.30
Sheet no. 8 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							5,875.95

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Notice purposes only				
City of Columbus Dept of Public Utilities 910 Dublin Road Columbus, OH 43215-9060	-					0.00
Account No.		Business debt				
Clarion Safety Systems 190 Old Milford Rd. Milford, PA 18337	-					234.00
Account No.		Business debt				
Cohu Inc. 12367 Crosthwaite Cir. Poway, CA 92064	-					11,747.00
Account No.		Business debt				
Cole Professional Search PO Box 275 Ivy, VA 22945	-					3,000.00
Account No.		Utility				
Columbia Gas of Ohio 200 Civic Center Drive Columbus, OH 43215	-					549.41
Sheet no. 9 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						15,530.41

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Columbus Chamber 150 South Front St., Suite 200 Columbus, OH 43215	-					1,350.00
Account No.		Business debt				
Compiled Designs, LLC 803 Caroway Blvd. Gahanna, OH 43230	-					22,005.00
Account No.		Business debt				
Component Distributors, Inc. PO Box 13017 Denver, CO 80201-3017	-					1,117.44
Account No.		Business debt				
Conduant Corporation 1501 South Sunset St., Suite C Longmont, CO 80501	-					17,298.76
Account No.		Business debt				
Confortrol 3135 E. 17th Ave. Columbus, OH 43219	-					2,386.69
Sheet no. 10 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						44,157.89

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Business debt				1,066.95
Connectors Plus 63 E. Broad St. Hatfield, PA 19440							
Account No.		-	Business debt				38,805.85
Craters & Freighters Global Logistics 331 Corporate Cir, Suite J Golden, CO 80401							
Account No.		-	Business debt				489.95
Credential Check PO Box 4504 Troy, MI 48099-4504							
Account No.		-	Business debt				400.00
CRG Industries 2750 Indian Ripple Rd. Dayton, OH 45440							
Account No.		-	Business debt				1,151.00
Decorative Coating Systems 1400 Ohlen Ave. Columbus, OH 43211							
Sheet no. 11 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							41,913.75

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.		-	Business debt				15,767.87	
Dell Marketing L.P. C/O Dell USA L.P. PO Box 643561 Pittsburgh, PA 15264-3561								
Account No.		-	Business debt				150.00	
Diamond Building & Remodel 3660 Parkway Lane, Suite F Hilliard, OH 43026								
Account No.		-	Business debt				6,056.30	
Digi-Key 1292390 Accounts Receivable PO Box 250 Thief Rvr Falls, MN 56701-0250								
Account No.		-	Business debt				31,790.00	
DY 4 Inc. Attn: 223184 500 Ross Street, 154-0455 Pittsburgh, PA 15262-0001								
Account No.		-	Business debt				26,000.00	
Dynamic Sensor Systems 6160 Olentangy Blvd. Worthington, OH 43085								
Sheet no. <u>12</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	79,764.17

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.		-	Business debt				23,139.89	
Edgewater Technologies, Inc. Attn: Nick Toomer 8343 Canary Palm Court Sarasota, FL 34238-3361								
Account No.		-	Business debt				11,500.00	
Electro-Optical Imaging, Inc. 4300 Fortune Place, Suite C West Melbourne, FL 32904								
Account No.		-	Business debt				9,841.00	
Elma Electronics 44350 Grimmer Blvd. Fremont, CA 94538								
Account No.		-	Business debt				4,910.00	
Englefield Oil Company 447 James Parkway Heath, OH 43056								
Account No.		-	Business debt				791.62	
Fairview Microwave Inc. 1130 Junction Dr. SU 100 Allen, TX 75013								
Sheet no. 13 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	50,182.51

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Business debt				28.09
Fastenal Company PO Box 1286 Winona, MN 55987-1286							
Account No.		-	Business debt				424.74
FedEx PO Box 371461 Hilliard Office Pittsburgh, PA 15250-7461							
Account No.		-	Business debt				154.91
Fedex Freight PO Box 223125 Pittsburgh, PA 15250							
Account No.		-	Business debt				62.70
Fiber Instrument Sales 161 Clear Road Oriskany, NY 13424							
Account No.		-	Business debt				1,243.75
Foxtronix 2240 E. Central Ave. Miamisburg, OH 45342							
Sheet no. <u>14</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							1,914.19

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business debt				14,524.15
G4S Secure Solutions 1418 Brice Road Reynoldsburg, OH 43068		-					
Account No.			Business debt				2,295.00
Galil Motion Control Inc. 370 Technology Way Rocklin, CA 95765		-					
Account No.			Business debt				14,000.00
Galloway Airport Authority 7535 W. Broad St. Galloway, OH 43119		-					
Account No.			Business debt				11.77
Geer Gas Corporation 829 Ingleside Ave Columbus, OH 43215		-					
Account No.			Business debt; advancement reimbursement obligation	X	X		Unknown
General Dynamics 77 A Street Needham Heights, MA 02494		-					
Sheet no. 15 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							30,830.92
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		-	Business debt				178,730.82
Germane Systems 3680 Centerview Dr. Chantilly, VA 20151							
Account No.		-	Business debt				86,595.44
Gigacom, Inc. 103 Waynel Cir SE Fort Walton Beach, FL 32548							
Account No.		-	Business debt				43.99
Grainger Dept 875128175 Palatine, IL 60038							
Account No.		-	Business debt				441.10
Hands Off, Inc. PO Box 1764 Buckeye Lake, OH 43008							
Account No.		-	Business debt				99,000.00
Herley-CTI, Inc. 9 Whippany Road, Suite A-1 Whippany, NJ 07981							
Sheet no. <u>16</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							364,811.35

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Hicks Partners LLC 21 E. State Street, Ste. 2200 Columbus, OH 43215	-					30,000.00
Account No.		Business debt				
Hittite Microwave Corp. PO Box 846075 Boston, MA 02284-6075	-					6,443.59
Account No.		Business debt				
Intralinks Inc. PO Box 10259 New York, NY 10259	-					2,568.00
Account No.		Business debt				
Jewett Electric Company Inc. 3390 Copthorne Drive Galena, OH 43021	-					291.00
Account No.		Business debt				
Joe Ragan's PO Box 125 Springfield, VA 22150	-					689.75
Sheet no. 17 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 39,992.34

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Business debt				5,598.00
Jungo Connectivity Ltd. 1 Hamachshev St. Netanya 42504 ISRAEL							
Account No.		-	Business debt				30,460.00
K&L Microwave 2250 Northwood Drive Salisbury, MD 21801							
Account No.		-	Business debt				499.00
Kimco Distributing 7150 Hart St., Suite A-10 Mentor, OH 44060							
Account No.		-	Business debt				12,495.00
KNS Logic, LLC 2592 York Rd Columbus, OH 43221							
Account No.		-	Business debt				2,620.20
L-Com PO Box 55758 Boston, MA 02205-5758							
Subtotal (Total of this page)							51,672.20

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Lausch Lawn Care PO Box 1450 Dublin, OH 43017	-					1,313.00
Account No.		Business debt				
Lawrence Unrein 601 Suzanne Street Ridgecrest, CA 93555	-					7,657.63
Account No.		Business debt				
Life Ins. Co. of North America PO Box 13701 Phildelphia, PA 19101-3701	-					20,779.14
Account No.		Business debt				
Loeb Electric Co. 915 Williams Ave. Columbus, OH 43212	-					755.64
Account No.		Business debt				
Martin Carpet Cleaning Co. 795 South Wall St. Columbus, OH 43206	-					560.52
Sheet no. 19 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						31,065.93

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business debt				
Master Maintenance LLC PO Box 1421 Dublin, OH 43017-6421	-						9,677.00
Account No.			Business debt				
McMaster-Carr Supply PO Box 7690 Chicago, IL 60680	-						3,594.00
Account No.			Business debt				
McNaughton McKay Dept. 14801 PO Box 67000 Detroit, MI 48267-0148	-						466.55
Account No.			Business debt				
Meier Transmission PO Box 98412 Chicago, IL 60693-8412	-						9,500.21
Account No.			Business debt				
Miami Valley Mfg. & Assem. 1889 Radio Road Dayton, OH 45431	-						480.00
Sheet no. 20 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							23,717.76

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.		-	Business debt				194.31	
Michael Storm-Levia 11976 Wisconsin Ave N Champlin, MN 55316								
Account No.		-	Business debt				1,491.62	
Microlease 3486 Investment Blvd. Hayward, CA 94545								
Account No.		-	Business debt				1,205.00	
Microsemi Corp RF Integrated Solutions PO Box 844652 Dallas, TX 75284								
Account No.		-	Business debt				1,759.00	
Mid-Ohio Screen Print 4165 Kelnor Dr. Grove City, OH 43123								
Account No.		-	Business debt				1,084.00	
Mills Metal Finishing 1977 McAllister Ave. Columbus, OH 43205								
Sheet no. <u>21</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	5,733.93

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Mini Circuits PO Box 350165 Brooklyn, NY 11235	-					3,019.00
Account No.		Business debt				
Miteq, Inc. 100 Davids Drive Happauge, NY 11788	-					1,250.00
Account No.		Business debt				
Mobile Mini LLC PO Box 7144 Pasedena, CA 91109-7144	-					437.38
Account No.		Business debt				
Monarch Automation Inc. 8890 Eagles Ridge Court West Chester, OH 45069	-					267.59
Account No.		Business debt				
Motion Industries, Inc. PO Box 98412 Chicago, IL 60693	-					898.54
Sheet no. 22 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						5,872.51

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Mouser PO Box 99319 Fort Worth, TX 76199-0319	-					1,435.02
Account No.		Business debt				
MSC Industrial Supply Co. Dept. CH0075 Palatine, IL 60055-0075	-					356.64
Account No.		Business debt				
Myers Machinery Movers Inc. 2210 Hardy Parkway St. Grove City, OH 43123	-					16,005.56
Account No.		Business debt				
National Instruments PO Box 202262 Dallas, TX 75320-2262	-					1,177.66
Account No.		Business debt				
Netgain Technologies, Inc. 8080 Reading Road Cincinnati, OH 45237	-					1,938.00
Sheet no. 23 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 20,912.88

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Newark PO Box 94151 Palatine, IL 60094-4151	-					1,439.37
Account No.		Business debt				
Norden Milimeter 5441 Merchant Cr., Suite C Placerville, CA 95667	-					3,757.00
Account No.		Business debt				
North Coast Technical Inc. 8251 Mayfield Rd, Suite 105 Chesterland, OH 44026	-					5,530.00
Account No.		Business debt				
Office Depot PO Box 633301 Cincinnati, OH 45263-3301	-					521.85
Account No.		Business debt				
Officeteam 12400 Collections Ctr. Dr. Chicago, IL 60693	-					15,949.24
Sheet no. 24 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						27,197.46

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Business debt				
Omega Engineering Inc. PO Box 405369 Atlanta, GA 30384		-					118.00
Account No.			Business debt				
Oxford Global Resources PO Box 3256 Boston, MA 02241-3256		-					7,433.75
Account No.			Business debt				
Parametric Technology Corp. 127 Technology Drive Waltham, MA 02453		-					24,630.00
Account No.			Business debt				
Pegasi Systems International 1041 Biencourt Lavel Quebec CANADA H7G 0A3		-					55,769.60
Account No.			Business debt				
PEI Genesis 2180 Hornig Road Phildelphia, PA 19116		-					2,542.26
Sheet no. 25 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							90,493.61

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			Business debt				451.06	
Personal Concepts PO Box 5750 Carol Stream, IL 60197-5760	-							
Account No.			Business debt				8,032.50	
Pinpoint Dynamics, LLC 5405 N. Industrial Pkwy. San Bernadino, CA 92407	-							
Account No.			Business debt				187.88	
Pitney Bowes 27 Waterview Drive Shelton, CT 06484	-							
Account No.			Business debt				15,056.00	
Princetel, Inc. 2560E. State St. Ext. Hamilton, NJ 08619	-							
Account No.			Business debt				644.14	
Purchase Power PO Box 371874 Pittsburgh, PA 15250-7874	-							
Sheet no. 26 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	24,371.58

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Qualtrax Inc. PO Box 59 Christiansburg, VA 24068	-					750.00
Account No.		Business debt				
Quinstar Technology Corp. 24085 Garnier St. Torrance, CA 92407	-					6,042.00
Account No.		Business debt				
Renew Data 9500 Arboretum Blvd L2-120 Austin, TX 78759	-					51,714.48
Account No.		Business debt				
Rent-A-John PO Box 753 Columbus, OH 43216	-					224.70
Account No.		Business debt				
Robert Landers 1300 El Paseo Rd, PMB 173 Suite G Las Cruces, NM 88001	-					12,000.00
Sheet no. 27 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						70,731.18

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Business debt				23,127.00
Rotating Precision Mechanical 8750 Shirley Avenue Northridge, CA 91324							
Account No.		-	Business debt				27,456.10
RSFi 401 East Wilson Bridge Road Columbus, OH 43085							
Account No.		-	Business debt				383.35
Ryder Transportation Services PO Box 96723 Chicago, IL 60693							
Account No.		-	Business debt				27.85
S.W. Anderson 35756 Eagle Way Chicago, IL 60678-1357							
Account No.		-	Business debt				24.32
Samtec 3837 Reliable Parkway Chicago, IL 60686-0038							
Sheet no. 28 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							51,018.62

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Shred-It 1370 Research Road Columbus, OH 43230		Business debt -				60.00	
Account No. Southeastern Machining 500 Lincoln Ave. Lancaster, OH 43130		Business debt -				17,681.00	
Account No. Brian D. Shonk 144 East Main Street PO Box 667 Lancaster, OH 43130		Representing: Southeastern Machining				Notice Only	
Account No. Spacek 212 East Gutierrez St. Santa Barbara, CA 93101		Business debt -				40,490.00	
Account No. Sparx Systems Pty. LTD. PO Box 12 Creswick Victoria AUSTRALIA		Business debt -				10,775.00	
Sheet no. 29 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 69,006.00	

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Business debt				3,668.00
Staples Business Advantage Dept. DET PO Box 83689 Chicago, IL 60696-3689							
Account No.		-	Business debt; unpaid rent				106,000.00
Star Dynamics Investments LLC 15000 Emerald Cost Pkwy. Destin, FL 32541							
Account No.		-	Business debt				27,877.50
Steve S. Monas 200 Mimosa Dr. Roslyn, NY 11576							
Account No.		-	Business debt				55,025.00
Stillwater Technologies Inc. 1040 South Dorset Rd. Troy, OH 45373							
Account No.		-	Business debt				6,236.00
Sunbelt Rentals, Inc. P. O. Box 409211 Atlanta, GA 30384-9211							
Sheet no. <u>30</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							198,806.50

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business debt				
Symmetricon, Inc. PO Box 39000, Dept. 34371 San Francisco, CA 94139	-						9,810.00
Account No.			Business debt				
Systran Corporation PO Box 223114 Pittsburgh, PA 15251-2114	-						5,770.00
Account No.			Business debt				
TASC Client Services PO Box 88278 Milwaukee, WI 53288-0001	-						370.00
Account No.			Business debt				
Teledyne Storm Microwave B/U of Teledyne Reynolds 15363 Collections Center Chicago, IL 60693	-						6,021.20
Account No.			Business debt				
The Mathworks, Inc. PO Box 845428 Boston, MA 02209-5428	-						3,362.63
Sheet no. 31 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							25,333.83

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Thomas Becnel 15000 Emerald Coast Pkwy Destin, FL 32541		Business debt; prepetition loans -				32,142,210.41	
Account No. Time Warner Cable PO Box 0916 Carol Stream, IL 60132-0916		Business debt -				1,077.70	
Account No. Timesavers Courier, Inc. PO Box 850 Westerville, OH 43086-0850		Business debt -				53.70	
Account No. TW Telecom Holdings, Inc. PO Box 172567 Denver, Co 80217-2567		Business debt -				1,430.00	
Account No. Linda Boyle TW Telecom Inc. 10475 Park Meadows Drive, #400 Littleton, CO 80124		Representing: TW Telecom Holdings, Inc.				Notice Only	
Sheet no. 32 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 32,144,771.81

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Vaisala Inc. PO Box 8500-53423 Phildelphia, PA 19178-3423	-					17,640.00
Account No.		Business debt				
Valley Nat'l. Sales PO Box 347297 Pittsburgh, PA 15251-4297	-					568.64
Account No.		Business debt				
Verizon Wireless PO Box 25505 Lehigh Valley, PA 18002-5505	-					5,571.52
Account No.		Business debt; prepetition legal fees				
Vorys Sater Seymour & Pease Attn: Richard D. Schuster 52 East Gay Street Columbus, OH 43215	-					454,189.64
Account No.		Business debt				
Wachovia Bank/Brit-Hallma PO Box 758807 Baltimore, MD 21275-8807	-					9,156.75
Sheet no. 33 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						487,126.55

B6F (Official Form 6F) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business debt				
Wells Fargo Bank, NA 300 Tri-State International, Suite 400 Lincolnshire, IL 60069						
Account No.	-					Unknown
Wenzel Associates Inc. 2215 Kramer Lane Austin, TX 78758						
Account No.		Business debt				
Wenzel Associates Inc. 2215 Kramer Lane Austin, TX 78758						
Account No.	-					135,220.00
Wenzel Associates Inc. 2215 Kramer Lane Austin, TX 78758						
Account No.		Business debt				
Western Reserve Valuation 274 Marconi Blvd., Suite 140 Columbus, OH 43215						
Account No.	-					5,000.00
Western Reserve Valuation 274 Marconi Blvd., Suite 140 Columbus, OH 43215						
Account No.		Business debt				
Whitney National Bank Commercial Loan OPS PO Box 95480 New Orleans, LA 70195-5480						
Account No.	-					14,118.92
Whitney National Bank Commercial Loan OPS PO Box 95480 New Orleans, LA 70195-5480						
Account No.		Business debt				
Whitney National Bank Credit Card Center PO Box 23070 Columbus, GA 31902-3070						
Account No.	-					22,549.00
Whitney National Bank Credit Card Center PO Box 23070 Columbus, GA 31902-3070						
Sheet no. <u>34</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						176,887.92

In re **STAR Dynamics Corporation**Case No. **2:13-bk-59657**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			Representing: Whitney National Bank				Notice Only	
Joseph P. Herbert Liskow & Lewis 822 Harding Street Lafayette, LA 70503								
Account No.		Business debt	-				3,400.00	
Wind River Systems Inc. PO Box 7250 San Francisco, CA 94120								
Account No.		Business debt	-				4,500.00	
Wittenstein Aerospace Ltd. Brown's Court, Long Ashton Business Park Yanley Lane, Long Ashton, Bristol UNITED KINGDOM BS419LB								
Account No.		Business debt; prepetition legal services	-				525,583.39	
Womble Carlyle Sandridge & Rice LLP Attn: Thomas W. Waldrep, Jr. One West Fourth Street Winston Salem, NC 27101								
Account No.		Business debt	-				4,602.93	
XO Communications 14239 Collections Ctr. Dr. Chicago, IL 60693								
Sheet no. 35 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;"> Subtotal (Total of this page) </div>							538,086.32	
<div style="text-align: right;"> Total (Report on Summary of Schedules) </div>							34,963,043.36	

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
BAE Systems Technology Solutions UK c/o Joseph C. Pickens 65 E. State Street, Suite 1000 Columbus, OH 43215	Subcontract with BAE UK for advanced RCS/Imaging Radar for UK MOD GTARS
BerrieHill Research Corporation 240 W. Elmwood Drive, Suite 1001 Dayton, OH 45459	Subcontract with BerrieHill Research for upgrades to RCS radar for USAF WPAFB ACR
Brit-Hallmark LLC c/o BECO Management, Inc. 5410 Edson Lane, Suite 200 Rockville, MD 20852	Lease of Herndon, VA facility
Columbus-Franklin County Finance Auth 350 E. First Avenue, Suite 120 Columbus, OH 43201	Equipment lease
Compiled Designs LLC 803 Caroway Blvd Gahanna, OH 43230	Consulting Agreement
Dell Financial Services PO Box 6547 Carol Stream, IL 60197	Equipment lease
Electro Rent c/o Jeffrey Kurtzman 1835 Market Street, Suite 1400 Philadelphia, PA 19103	Equipment rental
French Government DGA Techniques Navales Avenue de la Tour Royale- BP 40915 83050 TOULON CEDEX FRANCE	Prime support contract with Rench Navy for RCS radar support
Galloway Airport Authority LLC 7535 West Broad Street Galloway, OH 43119	Lease of test strip and hangar storage
Geer Gas Corporation PO Box 16396 Columbus, OH 43218	Equipment rental
General Dynamics c/o Andrew Nicoll 41 South High Street, Suites 2800-3200 Columbus, OH 43215	Subcontract with General Dynamics for development of RRRP radars for US Army

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Government of Isreal MIRTHS c/o David R. Kuney 1501 K Street N.W. Washington, DC 20005	Prime contract for delivery and support of XSTAR radars
Konica Minolta Bus. Solutions Dept CH 19188 Palatine, IL 60055	Equipment lease
LEAF PO Box 644006 Cincinnati, OH 45264	Equipment lease
Lockheed Martin Aeronautics Lockheed Blvd. PO Box 748 Fort Worth, TX 76101	Prime contract to provide RCS processing software
Matheson Tri-Gas dba Valley Nat'l Gases P.O. Box 347297 Pittsburgh, PA 15251	Equipment rental
Microlease 3486 Investment Blvd. Hayward, CA 94545	Equipment rental
NEC Financial Service, LLC 24189 Network Place Chicago, IL 60673	Equipment lease
Pegasi Systems International, Inc. 1041 Biencort Laval, Quebec, Canada	Consulting Agreement
Pitney Bowes Inside Sales Group 27 Waterview Drive Shelton, CT 06484	Equipment rental
Pratt & Whitney PO Box 109600 West Palm Beach, FL 33410-6900	Prime support contract for RCS radar system maintenance
Rent-A-John Portable Sanitation P.O. Box 753 Columbus, OH 43216	Equipment rental
Republic of Korea ADD 111 Sunam-dong, Yoseong-Gu Daejeon, 305-152, Republic of Korea	Prime contract with Korean Government for RCS radar support and various system upgrades

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Sagent Advisors, LLC c/o Chris Oliver 299 Park Avenue, 9th Floor New York, NY 10171	Financial advisor contract
STAR Dynamics Investments, LLC 15000 Emerald Coast Pkwy Destin, FL 32541	Lease of Hilliard, OH facility
Steve S. Monas 200 Mimosa Dr. Roslyn, NY 11576	Consulting agreement
Sunbelt Rentals P.O. Box 409211 Atlanta, GA 30384	Equipment rental
Swedish Government MODOTS SE-115 88 STOCKHOLM SWEDEN	Prime contract for delivery and support of XSTAR radar
United States Air Force- Eglin AFB 46 Test Wing/TSWM 211 Wet Eglin Blvd, Suite 128 (Bldg 374) Eglin AFB, FL 32542	Various purchase orders with USAF for RF Synthesizers
URS Federal Technical Services, Inc. 811 Grier Drive, Suite A Las Vegas, NV 89119	Subcontract with URS for development and support of RCS radars for USAF
Var Resources PO Box 6434 Carol Stream, IL 60197	Equipment lease
Wyle Laboratories Inc. 900 Heritage Drive, Suite C Ridgecrest, CA 93555	Subcontract for delivery of Doppler radars to US Navy China Lake

In re **STAR Dynamics Corporation**

Case No. **2:13-bk-59657**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Thomas Becnel 15000 Emerald Coast Pkwy Destin, FL 32541	Whitney National Bank 911 Lee Avenue Lafayette, LA 70501

**United States Bankruptcy Court
Southern District of Ohio**In re **STAR Dynamics Corporation**

Debtor(s)

Case No. **2:13-bk-59657**Chapter **11****DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **53** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **January 14, 2014**Signature **/s/ Kevin Collis****Kevin Collis****Chief Financial Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Ohio**

In re **STAR Dynamics Corporation**

Debtor(s)

Case No. **2:13-bk-59657**

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$8,148,940.93	2013 YTD: Gross sales
\$5,807,264.80	2012: Gross sales
\$9,600,062.56	2011: Gross sales

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Schedule 3(b) attached hereto		\$0.00	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
STAR Dynamics Investments, LLC 15000 Emerald Coast Pkwy Destin, FL 32541 Affiliate	1/18/13; 3/19/13; 4/19/13; 5/17/13; 6/17/13; 7/30/13; 9/27/13	\$185,500.00	\$106,000.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
BAE Systems Technology Solutions & Services Inc. v. STAR Dynamics Corporation, Case No. 12 CV 014372	Injunctive relief and damages	Franklin County, Ohio Court of Common Pleas	Pending; Removed to Bankruptcy Court on December 20, 2013

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------------------	------------------------------------------------------------------	--------------------------------------

6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Allen Kuehnle Stovall & Neuman LLP 17 South High Street, Suite 1220 Columbus, OH 43215	December 9, 2013 December 10, 2013	\$100,000 deposited into AKSN trust account \$14,118 transferred from AKSN trust account
Womble Carlyle Sandridge & Rice LLP Atlantic Station 271 17th Street NW, Suite 2400 Atlanta, GA 30363	12/10/13	\$100,000 retainer as special litigation counsel

10. Other transfers

None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Jim Rogers Former employee of Debtor	1/6/12	Dell Latitude E5500 Computer, no value
Dr. Jerry Jost c/o STAR Dynamics 4455 Reynolds Drive Hilliard, OH 43026 Officer/Director/Shareholder	7/10/13	Sony Vaio Laptop, \$1.00
Dr. Jerry Jost c/o STAR Dynamics 4455 Reynolds Drive Hilliard, OH 43026 Officer/Director/Shareholder	7/10/13	Sony Vaio Laptop, \$1.00
Woody's Auto Salvage 1986 McKinley Ave Columbus, OH 43204 none	9/4/13	1990 Dorsey Trailer, \$100.00
Woody's Auto Salvage 1986 McKinley Ave Columbus, OH 43204 none	9/4/13	1999 Daco Double Drop Univ. Trailer, \$1,100.00

None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
----------------------------------------------	---------------------------------------------------------------	-------------------------	---------------------------------------

13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

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17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
STAR Dynamics DISC, Inc.	26-3611809	4455 Reynolds Drive Hilliard, OH 43026	Domestic international sales corporation	7/13/2011 to present

- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Kevin Collis 4455 Reynolds Drive Hilliard, OH 43026	Past 2 years
Julie West 4455 Reynolds Drive Hilliard, OH 43026	Past 2 years
Andrew Tucciarone 4455 Reynolds Drive Hilliard, OH 43026	Past 2 years
Meredith Bailey 4455 Reynolds Drive Hilliard, OH 43026	Past 2 years
Vicki Haley 4455 Reynolds Drive Hilliard, OH 43026	Past 2 years
Penni Webb 4455 Reynolds Drive Hilliard, OH 43026	Past 2 years
Beth Pfeifer 4455 Reynolds Drive Hilliard, OH 43026	Past 2 years
Julie White 4455 Reynolds Drive Hilliard, OH 43026	Past 2 years

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Snyder & Company	129 W. Chestnut St. Lancaster, OH 43130	2009 to present
Norman Jones Enlow & Company	226 N 5th Street, Suite 500 Columbus, OH 43215	2011 to present

- None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
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- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

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NAME AND ADDRESS

DATE ISSUED

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
December 20, 2013	Kevin Collis	\$6,089,411 (book value)
December 31, 2012	Kevin Collis	\$5,433,453.45 (book value)

- None ☐ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
December 20, 2013	Julie West 4455 Reynolds Drive Hilliard, OH 43026
December 31, 2012	Julie West 4455 Reynolds Drive Hilliard, OH 43026

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
TAZ Ventures, LLC 15000 Emerald Coast Pkwy Destin, FL 32541	Shareholder	Shareholder-45%
STAR Dynamics Holdings, LLC 15000 Emerald Coast Pkwy Destin, FL 32541	Shareholder	Shareholder-45%
Dr. Jerry Jost 4455 Reynolds Drive Hilliard, OH 43026	Shareholder	Shareholder- 10%

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Dr. Jerry Jost c/o STAR Dynamics 4455 Reynolds Drive Hilliard, OH 43026 President/ Director/ Shareholder	Various dates in previous year.	\$234,857.60 in wages and auto allowance \$16,000 travel expense advance in March of 2013, subsequently repaid in November of 2013
Kevin Collis c/o STAR Dynamics 4455 Reynolds Drive Hilliard, OH 43026 Chief Financial Officer	Various dates in previous year.	\$169,062.00 in wages
Nathan A. Knutson c/o STAR Dynamics 4455 Reynolds Drive Hilliard, OH 43026 Chief Operating Officer	Various dates in previous year.	\$124,080.00 in wages
See SOFA Schedule 23	Ordinary business expense reimbursements	

24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date January 14, 2014

Signature /s/ Kevin Collis
Kevin Collis
Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**STAR DYNAMICS
CORP.
Schedule 3-b**

<u>CHECK#.</u>	<u>CHECK-DATE</u>	<u>VEND.....</u>	<u>GL- ACCT#..</u>	<u>ACCT-AMT....</u>
MWIRE15	9/27/2013	ACTIONS ET SERVICES	105	(21,023.81)
		ACTIONS ET SERVICES Total		(21,023.81)
80081	9/26/2013	ADVANCED CIRCUITS	105	(6,610.08)
80226	11/27/2013	ADVANCED CIRCUITS	105	(802.90)
		ADVANCED CIRCUITS Total		(7,412.98)
80110	9/27/2013	AEROFLEX PLAINVIEW INC	105	(26,100.00)
80235	11/27/2013	AEROFLEX PLAINVIEW INC	105	(1,600.00)
		AEROFLEX PLAINVIEW INC Total		(27,700.00)
MA1218	9/27/2013	AEROTEK, INC	105	(13,555.12)
MA1303	11/29/2013	AEROTEK, INC	105	(4,321.24)
		AEROTEK, INC Total		(17,876.36)
80030	9/19/2013	AETNA	105	(8,027.80)
MA1246	10/24/2013	AETNA	105	(8,272.90)
MA1293	11/27/2013	AETNA	105	(7,812.90)
		AETNA Total		(24,113.60)
M2512	9/18/2013	AFCO	105	(2,924.68)
80031	9/19/2013	AFCO	105	(15,613.04)
80140	10/25/2013	AFCO	105	(15,613.04)
80141	10/25/2013	AFCO	105	(2,924.68)
80233	11/27/2013	AFCO	105	(14,869.56)
80236	11/27/2013	AFCO	105	(3,363.37)
		AFCO Total		(55,308.37)
80037	9/19/2013	ALLEN INTERNATIONAL LLC	105	(300.00)
80249	11/27/2013	ALLEN INTERNATIONAL LLC	105	(25,285.28)
		ALLEN INTERNATIONAL LLC Total		(25,585.28)
80108	9/27/2013	AMERICAN ELECTRIC POWER	105	(4,162.66)
80175	11/5/2013	AMERICAN ELECTRIC POWER	105	(4,186.41)
MA1285	11/13/2013	AMERICAN ELECTRIC POWER	105	(63.28)
MA1286	11/13/2013	AMERICAN ELECTRIC POWER	105	(2.95)
MA1287	11/13/2013	AMERICAN ELECTRIC POWER	105	(3,386.94)
		AMERICAN ELECTRIC POWER Total		(11,802.24)
80029	9/19/2013	AMERICAN MICROWAVE CORP.	105	(6,265.00)
80107	9/27/2013	AMERICAN MICROWAVE CORP.	105	(2,523.30)
80227	11/27/2013	AMERICAN MICROWAVE CORP.	105	(2,532.00)
		AMERICAN MICROWAVE CORP. Total		(11,320.30)

M2511	9/18/2013	AON RISK SOLUTIONS	105	<u>(6,700.00)</u>
		AON RISK SERVICES CO., INC. Total		(6,700.00)
80106	9/27/2013	APPLIED WAVE RESEARCH, INC.	105	<u>(7,383.33)</u>
		APPLIED WAVE RESEARCH, INC. Total		(7,383.33)
80082	9/26/2013	AVID TECHNOLOGIES	105	(13,320.00)
M2517	10/2/2013	AVID TECHNOLOGIES	105	(35,792.50)
M2529	11/6/2013	AVID TECHNOLOGIES	105	(900.00)
80230	11/27/2013	AVID TECHNOLOGIES	105	<u>(37,475.00)</u>
		AVID TECHNOLOGIES Total		(87,487.50)
M2524	11/1/2013	BRIDGEWAY SEARCH GROUP	105	(3,843.00)
M2533	11/15/2013	BRIDGEWAY SEARCH GROUP	105	(3,843.00)
80242	11/27/2013	BRIDGEWAY SEARCH GROUP	105	<u>(6,020.70)</u>
		BRIDGEWAY SEARCH GROUP Total		(13,706.70)
80039	9/19/2013	CERDANT, INC	105	(21,916.74)
80254	11/27/2013	CERDANT, INC	105	<u>(4,680.99)</u>
		CERDANT, INC Total		(26,597.73)
MA1191	9/11/2013	CHRISTA MCKELVEY	105	(1,431.61)
MA1197	9/20/2013	CHRISTA MCKELVEY	105	(917.00)
MA1228	10/4/2013	CHRISTA MCKELVEY	105	(3,055.76)
MA1238	10/14/2013	CHRISTA MCKELVEY	105	(79.63)
MA1240	10/15/2013	CHRISTA MCKELVEY	105	(1,625.29)
MA1250	10/24/2013	CHRISTA MCKELVEY	105	(528.78)
MA1319	12/5/2013	CHRISTA MCKELVEY	105	(3,119.08)
MA1327	12/9/2013	CHRISTA MCKELVEY	105	<u>(5,954.72)</u>
		CHRISTA MCKELVEY Total		(16,711.87)
80178	11/5/2013	CLASSIC BUSINESS SOLUTIONS	105	(2,023.58)
80244	11/27/2013	CLASSIC BUSINESS SOLUTIONS	105	<u>(4,205.51)</u>
		CLASSIC BUSINESS SOLUTIONS Total		(6,229.09)
80112	9/27/2013	COLE PROFESSIONAL SEARCH, LLC	105	(3,000.00)
M2526	11/5/2013	COLE PROFESSIONAL SEARCH, LLC	105	(2,250.00)
80253	11/27/2013	COLE PROFESSIONAL SEARCH, LLC	105	<u>(2,000.00)</u>
		COLE PROFESSIONAL SEARCH, LLC Total		(7,250.00)
80101	9/27/2013	COMPILED DESIGNS, LLC	105	(8,980.00)
80251	11/27/2013	COMPILED DESIGNS, LLC	105	<u>(19,215.00)</u>
		COMPILED DESIGNS, LLC Total		(28,195.00)
M2525	11/5/2013	CORE SYSTEMS, INC	105	(4,270.00)
80252	11/27/2013	CORE SYSTEMS, INC	105	<u>(9,000.00)</u>
		CORE SYSTEMS, INC Total		(13,270.00)
MA1208	9/24/2013	DANIEL R. FREY	105	(2,305.82)
MA1265	10/28/2013	DANIEL R. FREY	105	(1,486.31)

MA1300	11/29/2013	DANIEL R. FREY	105	(2,807.98)
MA1316	12/5/2013	DANIEL R. FREY	105	<u>(1,268.52)</u>
		DANIEL R. FREY Total		(7,868.63)
MA1234	10/4/2013	DAVID M. PINNELL	105	(2,893.25)
MA1272	11/5/2013	DAVID M. PINNELL	105	(1,086.69)
MA1315	12/5/2013	DAVID M. PINNELL	105	(3,458.57)
MA1326	12/9/2013	DAVID M. PINNELL	105	<u>(802.35)</u>
		DAVID M. PINNELL Total		(8,240.86)
MA1220	9/27/2013	DAWN VME PRODUCTS	105	<u>(35,729.00)</u>
		DAWN VME PRODUCTS Total		(35,729.00)
80062	9/19/2013	DELL FINANCIAL SERVICES	105	(5,803.09)
80257	11/27/2013	DELL FINANCIAL SERVICES	105	<u>(2,349.11)</u>
		DELL FINANCIAL SERVICES Total		(8,152.20)
80061	9/19/2013	DELL MARKETING L.P.	105	<u>(16,683.04)</u>
		DELL MARKETING L.P. Total		(16,683.04)
80113	9/27/2013	DUCOMMUN TECHNOLOGIES	105	<u>(13,956.36)</u>
		DUCOMMUN TECHNOLOGIES Total		(13,956.36)
80102	9/27/2013	DYNAMIC SENSOR SYSTEMS	105	<u>(7,937.50)</u>
		DYNAMIC SENSOR SYSTEMS Total		(7,937.50)
80063	9/19/2013	ELECTRO RENT	105	(14,645.00)
80085	9/26/2013	ELECTRO RENT	105	(9,343.00)
80182	11/5/2013	ELECTRO RENT	105	(7,854.00)
MA1296	11/29/2013	ELECTRO RENT	105	<u>(27,088.60)</u>
		ELECTRO RENT Total		(58,930.60)
M2509A	9/17/2013	FEDEX	105	(5,732.58)
M2509B	9/17/2013	FEDEX	105	(66.78)
80065	9/19/2013	FEDEX	105	(53.94)
80151	10/25/2013	FEDEX	105	(32.25)
M2523A	11/1/2013	FEDEX	105	(77.29)
M2523B	11/1/2013	FEDEX	105	(8,441.55)
80261	11/27/2013	FEDEX	105	(2,509.72)
80262	11/27/2013	FEDEX	105	<u>(87.34)</u>
		FEDEX Total		(17,001.45)
80184	11/5/2013	G4S SECURE SOLUTIONS	105	(4,961.20)
80266	11/27/2013	G4S SECURE SOLUTIONS	105	<u>(4,898.00)</u>
		G4S SECURE SOLUTIONS Total		(9,859.20)
MA1190	9/11/2013	GABOR TOTH	105	(1,431.61)
MA1198	9/20/2013	GABOR TOTH	105	(1,439.61)
MA1223	10/4/2013	GABOR TOTH	105	(4,326.13)
MA1242	10/15/2013	GABOR TOTH	105	(1,574.94)

MA1252	10/24/2013	GABOR TOTH	105	(702.08)
MA1318	12/5/2013	GABOR TOTH	105	(4,576.09)
MA1323	12/9/2013	GABOR TOTH	105	<u>(3,051.62)</u>
		GABOR TOTH Total		(17,102.08)
MA1196	9/20/2013	HITTITE MICROWAVE CORPORATION	105	(2,725.93)
80091	9/26/2013	HITTITE MICROWAVE CORPORATION	105	(7,924.07)
80269	11/27/2013	HITTITE MICROWAVE CORPORATION	105	<u>(11,751.62)</u>
		HITTITE MICROWAVE CORPORATION Total		(22,401.62)
MA1314	12/5/2013	LAWRENCE UNREIN	105	<u>(7,657.63)</u>
		LAWRENCE UNREIN Total		(7,657.63)
80068	9/19/2013	LIFE INSURANCE COMPANY	105	(10,223.83)
80158	10/25/2013	LIFE INSURANCE COMPANY	105	<u>(10,257.69)</u>
		LIFE INSURANCE COMPANY Total		(20,481.52)
80200	11/5/2013	MASTER MAINTENANCE LLC	105	(4,204.12)
80286	11/27/2013	MASTER MAINTENANCE LLC	105	<u>(3,817.49)</u>
		MASTER MAINTENANCE LLC Total		(8,021.61)
80288	11/27/2013	MIDWEST AERIAL PHOTOGRAPHY	105	<u>(12,870.00)</u>
		MIDWEST AERIAL PHOTOGRAPHY Total		(12,870.00)
80093	9/26/2013	MIL AIR LLC	105	<u>(34,170.00)</u>
		MIL AIR LLC Total		(34,170.00)
MA1202	9/23/2013	OHIO DEPARTMENT OF DEVELOPMENT	105	(54,924.27)
MA1264	10/28/2013	OHIO DEPARTMENT OF DEVELOPMENT	105	(54,884.35)
MA1297	11/29/2013	OHIO DEPARTMENT OF DEVELOPMENT	105	<u>(54,844.37)</u>
		OHIO DEPARTMENT OF DEVELOPMENT Total		(164,652.99)
80123	9/27/2013	OXFORD GLOBAL RESOURCES, INC	105	(10,461.50)
80204	11/5/2013	OXFORD GLOBAL RESOURCES, INC	105	(1,710.00)
80296	11/27/2013	OXFORD GLOBAL RESOURCES, INC	105	<u>(1,710.00)</u>
		OXFORD GLOBAL RESOURCES, INC Total		(13,881.50)
80096	9/26/2013	PEGASI SYSTEMS INTERNATIONAL	105	(5,384.80)
80124	9/27/2013	PEGASI SYSTEMS INTERNATIONAL	105	(5,384.80)
80162	10/25/2013	PEGASI SYSTEMS INTERNATIONAL	105	(5,384.80)
80209	11/5/2013	PEGASI SYSTEMS INTERNATIONAL	105	(5,384.80)
80301	11/27/2013	PEGASI SYSTEMS INTERNATIONAL	105	<u>(5,384.80)</u>
		PEGASI SYSTEMS INTERNATIONAL Total		(26,924.00)
80126	9/27/2013	PINPOINT DYNAMICS, LLC	105	(4,335.00)
M2531	11/15/2013	PINPOINT DYNAMICS, LLC	105	(5,907.50)

80304	11/27/2013	PINPOINT DYNAMICS, LLC	105	(9,222.50)
		PINPOINT DYNAMICS, LLC Total		(19,465.00)
80128	9/27/2013	ROTATING PRECISION MECHANISMS	105	(73,756.64)
		ROTATING PRECISION MECHANISMS Total		(73,756.64)
M2506	9/27/2013	ROYAL BANK AMERICA LEASING	105	(16,608.28)
M2527	11/1/2013	ROYAL BANK AMERICA LEASING	105	(1,859.34)
		ROYAL BANK AMERICA LEASING Total		(18,467.62)
80312	11/27/2013	SNYDER & COMPANY	105	(7,190.00)
M2538	12/4/2013	SNYDER & COMPANY	105	(4,690.00)
MA1330	12/10/2013	SNYDER & COMPANY	105	(1,200.00)
		SNYDER & COMPANY Total		(13,080.00)
M2510	9/18/2013	STAPLES BUSINESS ADVANTAGE	105	(880.02)
M2518	10/4/2013	STAPLES BUSINESS ADVANTAGE	105	(2,233.42)
80215	11/5/2013	STAPLES BUSINESS ADVANTAGE	105	(1,596.00)
80311	11/27/2013	STAPLES BUSINESS ADVANTAGE	105	(2,224.16)
		STAPLES BUSINESS ADVANTAGE Total		(6,933.60)
MA1233	10/4/2013	STEVE WHITFIELD	105	(964.07)
MA1261	10/28/2013	STEVE WHITFIELD	105	(1,974.32)
MA1317	12/5/2013	STEVE WHITFIELD	105	(1,163.45)
MA1324	12/9/2013	STEVE WHITFIELD	105	(5,163.57)
		STEVE WHITFIELD Total		(9,265.41)
MA1192	9/11/2013	TIMOTHY G BOLWERK	105	(1,457.09)
MA1199	9/20/2013	TIMOTHY G BOLWERK	105	(1,655.63)
MA1226	10/4/2013	TIMOTHY G BOLWERK	105	(1,563.08)
MA1239	10/14/2013	TIMOTHY G BOLWERK	105	(1,173.50)
MA1241	10/15/2013	TIMOTHY G BOLWERK	105	(1,496.41)
MA1251	10/24/2013	TIMOTHY G BOLWERK	105	(22.22)
MA1325	12/9/2013	TIMOTHY G BOLWERK	105	(4,452.18)
		TIMOTHY G BOLWERK Total		(11,820.11)
MA1244	9/19/2013	UNITED HEALTH CARE	105	(80,899.12)
MA1294	10/24/2013	UNITED HEALTH CARE	105	(75,187.86)
	11/27/2013	UNITED HEALTH CARE	105	(74,910.52)
		UNITED HEALTH CARE Total		(230,997.50)
80133	9/27/2013	VERIZON WIRELESS	105	(2,613.70)
MOLO15	10/16/2013	VERIZON WIRELESS	105	(279.24)
80321	11/27/2013	VERIZON WIRELESS	105	(3,728.40)
		VERIZON WIRELESS Total		(6,621.34)
9/26/2013		VORYS SATER SEYMOUR & PEASE LP	105	(59,984.86)
		VORYS SATER SEYMOUR & PEASE LP Total		(59,984.86)
MA1267	9/26/2013	WACHOVIA BANK/ BRIT-HALLMARK	105	(9,156.75)

MA1310	10/28/2013	WACHOVIA BANK/ BRIT-HALLMARK	105	(9,156.75)
	12/4/2013	WACHOVIA BANK/ BRIT-HALLMARK	105	<u>(9,156.75)</u>
		WACHOVIA BANK/ BRIT-HALLMARK Total		(27,470.25)
MA1193				
MA1194	9/13/2013	WHITNEY NATIONAL BANK	105	(0.53)
MA1195	9/18/2013	WHITNEY NATIONAL BANK	105	(1,025.21)
MA1221	9/18/2013	WHITNEY NATIONAL BANK	105	(511.14)
MA1222	10/3/2013	WHITNEY NATIONAL BANK	105	(2,082.09)
MA1237	10/3/2013	WHITNEY NATIONAL BANK	105	(538.35)
MA1284	10/14/2013	WHITNEY NATIONAL BANK	105	(3,108.70)
MA1307	11/11/2013	WHITNEY NATIONAL BANK	105	(501.64)
MA1312	12/2/2013	WHITNEY NATIONAL BANK	105	(2,026.65)
	12/2/2013	WHITNEY NATIONAL BANK	105	(414.00)
MA1247	9/25/2013	WHITNEY NATIONAL BANK	105	(51,000.00)
MA1288	10/24/2013	WHITNEY NATIONAL BANK	105	(51,000.00)
MA1289	11/15/2013	WHITNEY NATIONAL BANK	105	(18,055.65)
MA1291	11/15/2013	WHITNEY NATIONAL BANK	105	(185.00)
MA1332	11/18/2013	WHITNEY NATIONAL BANK	105	(51,000.00)
	12/10/2013	WHITNEY NATIONAL BANK	105	<u>(50,000.00)</u>
		WHITNEY NATIONAL BANK Total		(231,448.96)
80099				
M2528	9/26/2013	WOMBLE CARLYLE SANDRIDGE	105	(98,908.94)
	11/5/2013	WOMBLE CARLYLE SANDRIDGE	105	<u>(25,000.00)</u>
		WOMBLE CARLYLE SANDRIDGE Total		(123,908.94)
80079				
MOLO13	9/19/2013	XO COMMUNICATIONS	105	(4,504.34)
80323	9/30/2013	XO COMMUNICATIONS	105	(9,372.48)
	11/27/2013	XO COMMUNICATIONS	105	<u>(4,557.99)</u>
		XO COMMUNICATIONS Total		(18,434.81)

SOFA Schedule 23

<u>NAME</u>	<u>AMOUNT</u>	<u>DATE</u>		
NATHAN KNUTSON	\$ 443.45	03.22.13		
Officer	\$ 17.00	08.30.13		
	\$ 214.70	08.30.13		
TOTAL	\$ 675.15		OUTSTANDING	\$ -
KEVIN COLLIS	\$ 319.72	03.30.13		
Officer	\$ 75.68	05.09.13		
	\$ 185.36	07.01.13		
	\$ 59.00	07.03.13		
	\$ 453.59	08.09.13		
	\$ 1,952.66	11.04.13		
	\$ 119.00	12.19.13		
	\$ 25.00	12.23.13		
TOTAL	\$ 3,190.01		OUTSTANDING	\$ 144.00
JERRY JOST	\$ 77.10	01.14.13		
Officer/Director/	\$ 1,067.97	01.15.13		
Shareholder	\$ 912.48	01.21.13		
	\$ 1,284.34	01.21.13		
	\$ 1,776.32	01.21.13		
	\$ 7,388.97	01.21.13		
	\$ 3,263.08	01.21.13		
	\$ 73.33	01.21.13		
	\$ 608.59	01.28.13		
	\$ 1,024.50	01.30.13		
	\$ 314.55	01.30.13		
	\$ 680.94	01.31.13		
	\$ 984.64	02.01.13		
	\$ 1,244.91	02.05.13		
	\$ 3,481.08	02.12.13		
	\$ 1,012.57	02.19.13		
	\$ 2,897.57	02.24.13		
	\$ 16,000.00	03.12.13		
	\$ 1,458.44	04.20.13		
	\$ 1,732.15	04.27.13		
	\$ 1,677.57	05.03.13		
	\$ 1,637.68	05.10.13		
	\$ 885.02	05.13.13		
	\$ 2,157.97	05.13.13		
	\$ 3,674.92	05.13.13		
	\$ 1,677.98	05.13.13		
	\$ 1,883.21	05.13.13		
	\$ 1,787.16	05.13.13		
	\$ 2,052.89	05.13.13		
	\$ 1,727.44	05.17.13		
	\$ 2,047.54	05.23.13		

	\$ 1,377.75	06.13.13	
	\$ 3,139.69	06.15.13	
	\$ 3,239.00	06.21.13	
	\$ 2,492.57	06.30.13	
	\$ 2,670.01	07.03.13	
	\$ 2,705.50	07.13.13	
	\$ 2,481.81	07.20.13	
	\$ 326.40	07.26.13	
	\$ 1,744.40	07.27.13	
	\$ 1,927.20	08.03.13	
	\$ 2,487.38	08.10.13	
	\$ 1,434.91	08.16.13	
	\$ 2,002.10	08.23.13	
	\$ 1,351.34	08.30.13	
	\$ 744.08	09.07.13	
	\$ 2,118.21	09.14.13	
	\$ 1,851.74	09.21.13	
	\$ 2,135.88	09.28.13	
	\$ 1,964.34	10.05.13	
	\$ 1,307.69	10.12.13	
	\$ 1,229.80	10.18.13	
	\$ 797.14	10.26.13	
	\$ 114.90	10.29.13	
	\$ 878.86	11.02.13	
	\$ (16,000.00)	11.07.13	
	\$ 525.94	11.09.13	
TOTAL	\$ 95,541.55		OUTSTANDING \$ 1,516.76

United States Bankruptcy Court
Southern District of Ohio

In re **STAR Dynamics Corporation**

Debtor(s)

Case No. **2:13-bk-59657**

Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>Hourly</u>
Prior to the filing of this statement I have received	\$	<u>100,000.00</u>
Balance Due	\$	<u>Unknown</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed] **See AKSN retention application [Doc. No. 21].**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: **January 14, 2014**

/s/ Richard K. Stovall

Richard K. Stovall 0029978
Allen Kuehnle Stovall & Neuman LLP
17 South High Street
Suite 1220
Columbus, OH 43215
(614) 221-8500 Fax: (614) 221-5988